

Amazon Media EU S.à r.l.
Société à responsabilité limitée
Siège social: 5, rue Plaetis, L-2338 Luxembourg
Capital social: 12.500 EUR
R.C.S. Luxembourg: B 112.767
(la « Société »)

MENTION

Nom de la société: Amazon Media EU S.à r.l.
Siège social: 5, rue Plaetis, L-2338 Luxembourg
N° de Registre de Commerce: B 112.767

Les comptes annuels au 31 décembre 2011, ainsi que le rapport du réviseur d'entreprises agréé, ont été déposés au registre du commerce et des sociétés.

Pour mention aux fins de publication au Mémorial, Recueil Spécial des Sociétés et Associations.

Luxembourg, le 15 mai 2012

Pour Amazon Media EU S.à r.l.
Signature:

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RCSL Nr. : B112767

Matricule : 2005 2438 587

BALANCE SHEET

Financial year from ⁰¹ 01/01/2011 **to** ⁰² 31/12/2011 (in ⁰³ EUR)

Amazon Media EU S.à r.l.
5, Rue Plaetis
L-2338 Luxembourg

ASSETS

	Financial year	Previous financial year
A. Subscribed capital unpaid	101 _____	102 _____
I. Subscribed capital not called	103 _____	104 _____
II. Subscribed capital called but not paid	105 _____	106 _____
B. Formation expenses	107 _____	108 _____
C. Fixed assets	109 <u>100,00</u>	110 _____
I. Intangible assets	111 _____	112 _____
1. Costs of research and development	113 _____	114 _____
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	115 _____	116 _____
a) acquired for valuable consideration and need not be shown under C.I.3	117 _____	118 _____
b) created by the undertaking itself	119 _____	120 _____
3. Goodwill, to the extent that it was acquired for valuable consideration	121 _____	122 _____
4. Payments on account and intangible fixed assets under development	123 _____	124 _____
II. Tangible assets	125 _____	126 _____
1. Land and buildings	127 _____	128 _____
2. Plant and machinery	129 _____	130 _____
3. Other fixtures and fittings, tools and equipment	131 _____	132 _____
4. Payments on account and tangible assets in course of construction	133 _____	134 _____
III. Financial assets	135 <u>100,00</u>	136 _____
1. Shares in affiliated undertakings	137 <u>100,00</u>	138 _____
2. Loans to affiliated undertakings	139 _____	140 _____
3. Shares in undertakings with which the company is linked by virtue of participating interests	141 _____	142 _____
4. Loans to undertakings with which the company is linked by virtue of participating interests	143 _____	144 _____
5. Investments held as fixed assets	145 _____	146 _____
6. Loans and claims held as fixed assets	147 _____	148 _____
7. Own shares or own corporate units	149 _____	150 _____

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Matricule : 2005 2438 587

	Financial year	Previous financial year
D. Current assets	151 <u>85.100.170,00</u>	152 _____
I. Stocks	153 _____	154 _____
1. Raw materials and consumables	155 _____	156 _____
2. Work and contracts in progress	157 _____	158 _____
3. Finished goods and goods for resale	159 _____	160 _____
4. Payments on account	161 _____	162 _____
II. Debtors	163 <u>84.917.570,00</u>	164 _____
1. Trade debtors	165 <u>13.706.651,00</u>	166 _____
a) becoming due and payable after less than one year	167 <u>13.706.651,00</u>	168 _____
b) becoming due and payable after more than one year	169 _____	170 _____
2. Amounts owed by affiliated undertakings	171 <u>57.426.944,00</u>	172 _____
a) becoming due and payable after less than one year	173 <u>57.426.944,00</u>	174 _____
b) becoming due and payable after more than one year	175 _____	176 _____
3. Amounts owed by undertakings with which the company is linked by virtue of participating interests	177 _____	178 _____
a) becoming due and payable after less than one year	179 _____	180 _____
b) becoming due and payable after more than one year	181 _____	182 _____
4. Other debtors	183 <u>13.783.975,00</u>	184 _____
a) becoming due and payable after less than one year	185 <u>13.783.975,00</u>	186 _____
b) becoming due and payable after more than one year	187 _____	188 _____
III. Investments	189 _____	190 _____
1. Shares in affiliated undertakings and in undertakings with which the company is linked by virtue of participating interests	191 _____	192 _____
2. Own shares or own corporate units	193 _____	194 _____
3. Other investments	195 _____	196 _____
IV. Cash at bank and in hand	197 <u>182.600,00</u>	198 _____
E. Prepayments	199 _____	200 _____
TOTAL (ASSETS)	201 <u>85.100.270,00</u>	202 <u>0,00</u>

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Matricule : 2005 2438 587

LIABILITIES

	Financial year	Previous financial year
A. Capital and reserves	301 <u>-3.775.482,00</u>	302 _____
I. Subscribed capital	303 <u>12.500,00</u>	304 _____
II. Share premium and similar premiums	305 _____	306 _____
III. Revaluation reserves	307 <u>832.615,00</u>	308 _____
IV. Reserves	309 <u>438,00</u>	310 _____
1. Legal reserve	311 _____	312 _____
2. Reserve for own shares	313 _____	314 _____
3. Reserves provided for by the articles of association	315 _____	316 _____
4. Other reserves	317 <u>438,00</u>	318 _____
V. Profit or loss brought forward	319 <u>-5.181.814,00</u>	320 _____
VI. Result for the financial year	321 <u>560.779,00</u>	322 _____
VII. Interim dividends	323 _____	324 _____
VIII. Investment subsidies	325 _____	326 _____
IX. Immunised appreciation	327 _____	328 _____
B. Subordinated creditors	329 _____	330 _____
C. Provisions	331 _____	332 _____
1. Provisions for pensions and similar obligations	333 _____	334 _____
2. Provisions for taxation	335 _____	336 _____
3. Other provisions	337 _____	338 _____
D. Non subordinated debts	339 <u>88.064.567,00</u>	340 _____
1. Debenture loans	341 _____	342 _____
a) Convertible loans	343 _____	344 _____
i) becoming due and payable after less than one year	345 _____	346 _____
ii) becoming due and payable after more than one year	347 _____	348 _____
b) Non convertible loans	349 _____	350 _____
i) becoming due and payable after less than one year	351 _____	352 _____
ii) becoming due and payable after more than one year	353 _____	354 _____
2. Amounts owed to credit institutions	355 _____	356 _____
a) becoming due and payable after less than one year	357 _____	358 _____
b) becoming due and payable after more than one year	359 _____	360 _____
3. Payments received on account of orders in so far as they are not shown separately as deductions from stocks	361 _____	362 _____
a) becoming due and payable after less than one year	363 _____	364 _____
b) becoming due and payable after more than one year	365 _____	366 _____
4. Trade creditors	367 <u>73.094.520,00</u>	368 _____
a) becoming due and payable after less than one year	369 <u>73.094.520,00</u>	370 _____
b) becoming due and payable after more than one year	371 _____	372 _____

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	Financial year	Previous financial year
5. Bills of exchange payable	373 _____	374 _____
a) becoming due and payable after less than one year	375 _____	376 _____
b) becoming due and payable after more than one year	377 _____	378 _____
6. Amounts owed to affiliated undertakings	379 <u>4.163.160,00</u>	380 _____
a) becoming due and payable after less than one year	381 <u>4.163.160,00</u>	382 _____
b) becoming due and payable after more than one year	383 _____	384 _____
7. Amounts owed to undertakings with which the company is linked by virtue of participating interests	385 _____	386 _____
a) becoming due and payable after less than one year	387 _____	388 _____
b) becoming due and payable after more than one year	389 _____	390 _____
8. Tax and social security	391 <u>10.354.406,00</u>	392 _____
a) Tax	393 <u>10.354.406,00</u>	394 _____
b) Social security	395 _____	396 _____
9. Other creditors	397 <u>452.481,00</u>	398 _____
a) becoming due and payable after less than one year	399 <u>452.481,00</u>	400 _____
b) becoming due and payable after more than one year	401 _____	402 _____
E. Deferred income	403 <u>811.185,00</u>	404 _____
TOTAL (LIABILITIES)	405 <u>85.100.270,00</u>	406 <u>0,00</u>

RCSL Nr. : B112767

Matricule : 2005 2438 587

PROFIT AND LOSS ACCOUNT**Financial year from** ⁰¹ 01/01/2011 **to** ⁰² 31/12/2011 (in ⁰³ EUR)

Amazon Media EU S.à r.l.

5, Rue Plaetis
L-2338 Luxembourg**A. CHARGES**

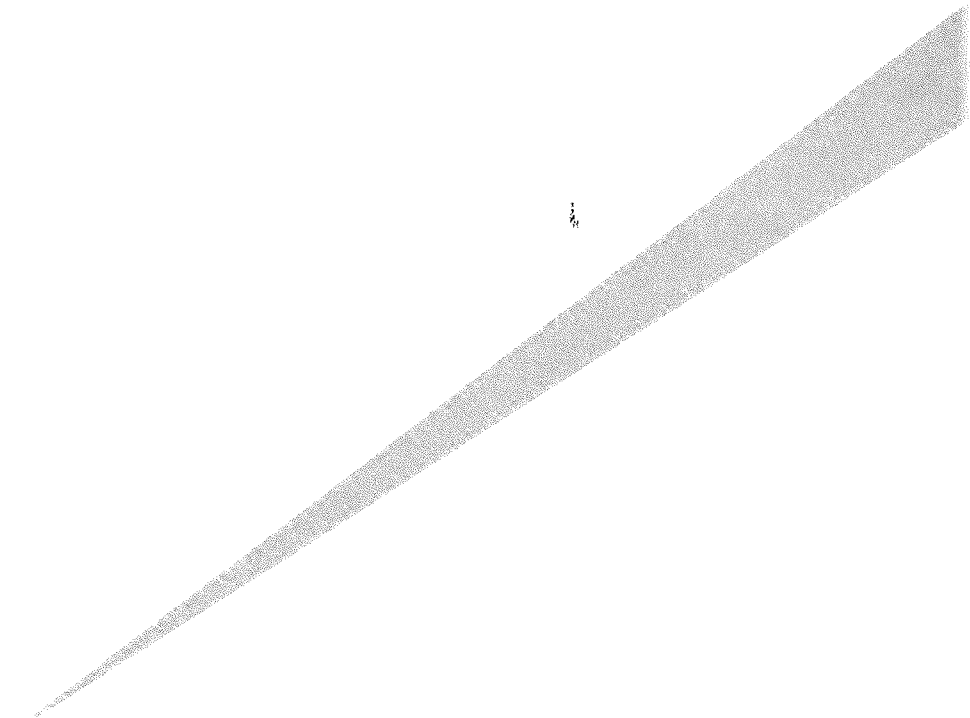
	Financial year	Previous financial year
1. Raw materials and consumables	601 _____	602 _____
2. Other external charges	603 <u>38.463.711,00</u>	604 _____
3. Staff costs	605 _____	606 _____
a) Wages and salaries	607 _____	608 _____
b) Social security costs	609 _____	610 _____
c) Social security costs relating to pensions	611 _____	612 _____
d) Other social security costs	613 _____	614 _____
4. Value adjustments	615 <u>999.391,00</u>	616 _____
a) on formation expenses and on tangible and intangible fixed assets	617 _____	618 _____
b) on elements of current assets	619 <u>999.391,00</u>	620 _____
5. Other operating charges	621 <u>150.033.572,00</u>	622 _____
6. Value adjustments and fair value adjustments on financial fixed assets	623 _____	624 _____
7. Value adjustments and fair value adjustments on financial current assets. Loss on disposal of transferable securities	625 _____	626 _____
8. Interest payable and similar charges	627 <u>177.120,00</u>	628 _____
a) concerning affiliated undertakings	629 _____	630 _____
b) other interest payable and similar charges	631 <u>177.120,00</u>	632 _____
9. Extraordinary charges	633 _____	634 _____
10. Tax on profit or loss	635 <u>226.833,00</u>	636 _____
11. Other taxes not included in the previous caption	637 _____	638 _____
12. Profit for the financial year	639 <u>560.779,00</u>	640 _____
TOTAL CHARGES	641 <u>190.461.406,00</u>	642 <u>0,00</u>

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Matricule : 2005 2438 587

B. INCOME

	Financial year	Previous financial year
1. Net turnover	701 <u>190.454.219,00</u>	702 _____
2. Change in inventories of finished goods and of work and contracts in progress	703 _____	704 _____
3. Fixed assets under development	705 _____	706 _____
4. Reversal of value adjustments	707 _____	708 _____
a) on formation expenses and on tangible and intangible fixed assets	709 _____	710 _____
b) on elements of current assets	711 _____	712 _____
5. Other operating income	713 _____	714 _____
6. Income from financial fixed assets	715 _____	716 _____
a) derived from affiliated undertakings	717 _____	718 _____
b) other income from participating interests	719 _____	720 _____
7. Income from financial current assets	721 _____	722 _____
a) derived from affiliated undertakings	723 _____	724 _____
b) other income	725 _____	726 _____
8. Other interests and other financial income	727 <u>7.187,00</u>	728 _____
a) derived from affiliated undertakings	729 _____	730 _____
b) other interest receivable and similar income	731 <u>7.187,00</u>	732 _____
9. Extraordinary income	733 _____	734 _____
10. Loss for the financial year	735 <u>0,00</u>	736 <u>0,00</u>
TOTAL INCOME	737 <u>190.461.406,00</u>	738 <u>0,00</u>



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Amazon Media EU S.à r.l.
5, rue Plaetis
L-2338 Luxembourg

R.C.S. Luxembourg B 112.767

Annual accounts as of 31 December 2011, and
Independent auditor's report

**Amazon Media EU S.à r.l.
5, rue Plaetis
L-2338 Luxembourg**

R.C.S. Luxembourg B 112.767

**Annual accounts as of 31 December 2011, and
Independent auditor's report**

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Ernst & Young
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Independent auditor's report

R.C.S. Luxembourg B 47 771
TVA LU 16063074

To the Shareholders of
Amazon Media EU S.à r.l.
5, rue Plaetis
L-2338 Luxembourg

Report on the annual accounts

We have audited the accompanying annual accounts of Amazon Media EU S.à r.l. (the "Company"), which comprise the balance sheet as of 31 December 2011 and the profit and loss account for the year then ended, and a summary of significant accounting policies and other explanatory information.

Board of Managers' responsibility for the annual accounts

The Board of Managers is responsible for the preparation and fair presentation of these annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts and for such internal control as the Board of Managers determines is necessary to enable the preparation and presentation of annual accounts that are free from material misstatement, whether due to fraud or error.

Responsibility of the "réviseur d'entreprises agréé"

Our responsibility is to express an opinion on these annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier". Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the judgment of the "réviseur d'entreprises agréé", including the assessment of the risks of material misstatement of the annual accounts, whether due to fraud or error. In making those risk assessments, the "réviseur d'entreprises agréé" considers internal control relevant to the entity's preparation and fair presentation of the annual accounts in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Managers, as well as evaluating the overall presentation of the annual accounts.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the annual accounts give a true and fair view of the financial position of Amazon Media EU S.à r.l. as of 31 December 2011, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

Report on other legal and regulatory requirements

The management report, which is the responsibility of the Board of Managers and which is available at the registered address of the Company, is consistent with the annual accounts.

ERNST & YOUNG
Société Anonyme
Cabinet de révision agréé

A handwritten signature in black ink, appearing to read 'Olivier Lemaire', with a long horizontal stroke extending to the right.

Olivier LEMAIRE

Luxembourg, 16 April 2012

Amazon Media EU S.à r.l.
Société à responsabilité limitée

Notes to the accounts
As of 31 December 2011

Note 1 – General

Amazon Media EU S.à r.l. ("The Company") was incorporated in Luxembourg on 26 October 2005. The registered office is established at 5, rue Plaetis, L-2338 Luxembourg. The registration number is B 112.767.

The financial year begins on 1 January and ends on 31 December of each year.

The Company's principal purpose is to provide certain services pursuant to an agency agreement, including procuring product for and on behalf of a third party and to offer a digital download service.

The Company's accounts are included within the consolidated accounts of Amazon.com, Inc., located in the United States at 410 Terry Avenue North, Seattle, Washington 98109-5210, USA, which is the ultimate parent.

Note 2 – Significant accounting policies

General principles

The annual accounts are drawn up in conformity with the Luxembourg legal and regulatory requirements and according to generally accepted accounting principles applicable in Luxembourg.

Presentation and basis of the financial statements

Certain modifications have been made to the format of the financial statements for the year ended 31 December 2011 in conformity with the changes brought by the law of 10 December 2010. These modifications affect the presentation of certain balances but they have no net impact on the result for the year ended 31 December 2011. The related changes in classifications of balances and transactions have only been applied prospectively for the year 2011 and therefore the 2010 annual accounts have not been reclassified.

The significant accounting policies are as follows:

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated amortisation and any impairment adjustments. Amortisation is calculated on a straight line basis over the estimated useful life of the assets (3 years). The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Amazon Media EU S.à r.l.
Société à responsabilité limitée

Notes to the accounts (continued)
As of 31 December 2011

Note 2 – Significant accounting policies (continued)

Cash at bank

Cash at bank includes cash with banks.

Debtors

Debtors are recorded at their nominal value. A value adjustment is made when their reimbursement is partly or completely in doubt. These value adjustments may not be continued if the reasons for which the value adjustments were made have ceased to apply.

Foreign currency translation

The Company maintains its books and records in EUR. Transactions in other currencies are translated into EUR at the rates of exchange prevailing on the dates of the transactions.

Non-monetary assets and liabilities denominated in other currencies are translated into EUR at the historical exchange rate. Other assets and liabilities denominated in other currencies are translated into EUR at the exchange rate at the balance sheet date. Realized exchange gains and losses and unrealized exchange losses are reflected in the profit and loss account. Unrealized exchange gains are reflected in revaluation reserves.

The Company has a business unit which transacts most of its business in Great Britain Pound ("GBP"). For purposes of including this business unit into the annual accounts of the Company, the balance sheet is translated from GBP to EUR using the closing rate method, including amounts owed between the GBP business unit and EUR business units. Profit and loss accounts are translated at average exchange rates prevailing throughout the period. Exchange differences arising from this translation are recorded in shareholder's equity under the caption revaluation reserves.

Realized currency gains or losses resulting from settlements and unrealized losses arising from the remeasurement of the balances between the business units are recorded to the profit and loss account. Unrealized exchange gains are reflected in revaluation reserves.

The following is a table of the currency translation rates from GBP to EUR as of 31 December 2011 and 2010, and the average rates for the years ended 31 December 2011 and 2010.

2011	31 December 2011	2010	31 December 2010
Average rate	Closing rate	Average rate	Closing rate
1.15	1.20	1.17	1.17

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Notes to the accounts (continued)
As of 31 December 2011

Note 2 – Significant accounting policies (continued)

Debts to trade creditors

Debts are recorded at their repayment value.

Revenue recognition

The Company recognises revenues for products sold, services and other revenue when the following four recognition criteria are met: persuasive evidence of an arrangement exists, services have been rendered, the selling price is fixed or determinable, and collectibility is reasonably assured.

Other external charges

Other external charges include costs of sales and other ongoing costs related to the operation of the Company.

Note 3 – Tangible fixed assets

	31 December 2011	31 December 2010
	TEUR	TEUR
Cost at the beginning of the year	31	30
Additions	---	---
Foreign exchange adjustments	---	1
Cost at the end of the year	<u>31</u>	<u>31</u>
Accumulated amortisation at the beginning of the year	(31)	(29)
Amortisation charged during the year	---	(1)
Foreign exchange adjustments	---	(1)
Accumulated amortisation at the end of the year	<u>(31)</u>	<u>(31)</u>
Net book value at the end of the year	<u>---</u>	<u>---</u>

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Notes to the accounts (continued)
As of 31 December 2011

Note 4 – Trade debtors

	Total 31 December 2011	Total 31 December 2010
	TEUR	TEUR
Outstanding billed revenues	14,131	5,243
Provision for doubtful accounts	(425)	(327)
Trade debtors	<u>13,706</u>	<u>4,916</u>

The Company recorded value adjustments in respect of trade debtors amounting to TEUR 999 for the year ended 31 December 2011 (2010: TEUR 246).

Note 5 – Amounts owed by affiliated undertakings

Company name	Total 31 December 2011	Total 31 December 2010
	TEUR	TEUR
Amazon EU S.à r.l., Luxembourg	57,427	7,393

The amounts owed by affiliated undertakings reflect cash pooling arrangements and are due on demand.

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Notes to the accounts (continued)
As of 31 December 2011

Note 6 – Capital and reserves

	Balance as of 31 December 2010 TEUR	Allocation of results TEUR	Revaluation reserves TEUR	Results for the year TEUR	Balance as of 31 December 2011 TEUR
Subscribed capital	13	---	---	---	13
Revaluation reserves	803	---	30	---	833
Results brought forward	(2,171)	(3,011)	---	---	(5,182)
Results for the financial year	(3,011)	3,011	---	561	561
Total	(4,366)	---	30	561	(3,775)

Subscribed capital

As of 31 December 2011 and 2010, the subscribed capital is represented by 1 share with a par value of TEUR 12.5.

Note 7 – Debts to trade creditors

All creditors are due and payable within a period of one year. None of the debts are secured by any guarantee or charge granted by the Company on its assets. Included in the trade creditors balance there are TEUR 3,399 (2010: TEUR 2,260) cash in transit to suppliers.

Note 8 – Amounts owed to affiliated undertakings

Company name	Total 31 December 2011 TEUR	Total 31 December 2010 TEUR
Amazon Seller Services Private Ltd., India	2,384	---
Amazon Services Europe S.à r.l., Luxembourg	1,563	217
Others	216	71
Total	4,163	288

The amounts payable owed to affiliated undertakings mainly consist of support services provided by group companies.

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Notes to the accounts (continued)
As of 31 December 2011

Note 9 – Tax and social security debts

Starting from 2011, amounts due in respect to VAT (2011: TEUR 10,353) are included within this caption, previously they were recorded within Other Creditors.

Note 10 – Staff expenses

The Company did not employ staff during the financial years 2011 and 2010.

Note 11 – Emoluments

No emoluments, advances or credits were granted to the Board of Managers during the financial year.

Note 12 – Other operating charges

Other operating charges consist primarily of charges related to license agreements and royalties with third parties and affiliated companies. In 2010 these charges were recorded in the caption Other external charges.

Note 13 – Income tax

The Company is subject to all taxes applicable to Luxembourg commercial companies. The Company has secured approval in conformity with Article 164 bis of the law on income tax, for the fiscal consolidation of the company with Amazon EU S.à r.l., Amazon Services Europe S.à r.l. and Amazon Payments Europe S.C.A..

Note 14 – Litigation

The Company and its operations are subject to various lawsuits that have arisen in the course of business. Management is of the opinion that the ultimate outcome of such litigation is not anticipated to have a material adverse effect on the Company's annual accounts.

Amazon Media EU S.à r.l
Société à responsabilité limitée
Siège social: 5, rue Plaetis, L-2338 Luxembourg
Capital Social: 12.500 EUR
R.C.S. Luxembourg: B 112.767
(la « Société »)

L'associé unique a décidé par résolutions écrites du 16 avril 2012 d'affecter le résultat de la Société pour l'exercice social de l'année 2011, qui s'avère être un profit s'élevant à EUR 561.000, comme suit:

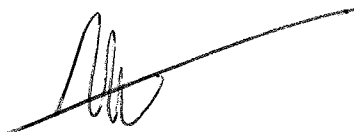
- Réserve légale	EUR 1.250,-
- Profits à reporter sur l'exercice social 2011 :	EUR 559.750,-

L'affectation du résultat est conforme à la proposition du conseil de gérance.

Aux fins de dépôt au Registre de Commerce et des Sociétés de Luxembourg.

Luxembourg, le 15 mai 2012

Pour Amazon Media EU S.à r.l.
Signature:

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke extending to the right.